



NORTHEAST COALITION
OF NEIGHBORHOODS

**NECN Board of Directors Meeting
Tuesday, September 16, 2014
6:30pm – 8:30pm
NECN Office – Conference Room
Approved Minutes**

Meeting Attendees

Board

Jaime McGeathy, Concordia, Recorder
Steve Cole, Irvington, President
Rachel Lee, Sabin
Paul Anthony, Humboldt, 1st Vice President
John Prell, Grant Park
Peter O'Neil, Irvington
Jordan Davis, At-Large
Luke Groser, Woodlawn
Katie Ugolini, Concordia
Joan Ivan, Eliot

Diane Benson, Sabin Community Association
Damon Isiah Turner, At-Large
Alan Silver, At-Large
Loulie Brown, At-Large
Shirley Minor, Woodlawn
Lupin Morgan, Boise
Ken Peterson, Grant Park
Margo Dobbertin, King
Robert Bowles, At-Large, Treasurer

Staff

Katy Asher, Interim Executive Director
Cameron Herrington, Communications Manager
Fran Ayaribil, Special Projects & Initiatives Coordinator

Guests

David Lomax, King neighbor
Melvin Oden-Orr, Good in the Hood (GITH) Attorney
Angie Harris, GITH
Deborah Roache, GITH
Shawn Penney, GITH
Chris Lopez, Concordia neighbor

6:30 start

Review & Approval of Consent Agenda

1. Agenda

**Motion - Paul Anthony motions to accept the agenda as written
Loulie Brown seconds
Passed unanimously**

2. Minutes

Steve Cole notes that at the first emergency Board meeting that there was a substantial amount of time spent disparaging the President.

**Motion - Paul Anthony motions that the minutes be approved as written with the above note from Steve Cole
Peter O'Neil seconds
Motion passes unanimously**

There was no call for discussion, abstentions or objections on the motion. Margo, Loulie, Alan, Robert, Katie, Shirley, Luke, Damon were in attendance but did not vote. – As amended in 10/21/14 Board of Director's meeting.

Old Business

1. Confirmation of Board Representatives

Two representatives need to be confirmed from Sabin, Diane and Rachel, and Lupin from Boise.

Motion – Paul Anthony motions to confirm the representatives

Alan Silver seconds

Peter O’Neil opposed

No Abstentions

Motion passes

2. Consideration of Renewal of Good in the Hood (GITH) Fiscal Sponsorship

Steve has met with GITH and is advocating to renew their sponsorship. GITH representatives are present to discuss fiscal sponsorship. There have been some communication problems in the past and they have had some issues that delayed their 5013c status. They are making forward progress on that.

The debt under the GITH organization is being rectified.

David Lomax discussed his experience around sitting on the committee that worked with GITH and has seen a huge turn around in how the event was run and communication over the last year.

Angie Harris presented background information on the GITH organization.

Fran discussed the staff experience with the GITH volunteers and the amount of work they have put into the event. She believes some of the issues around renewal discussions may have been based on prior year events, but this year they had a very good event and it was well organized. NECN and the team need to work more closely on the budget as there was a last minute budget reduction for the last event but all bills were paid. She sees good communication with the project leaders. This is a huge benefit to the community and she recommends renewal.

Melvin gave an explanation about the dissolution issue that delayed the 5013c. They had to dissolve the old non-profit to create a fresh start for the organization and put previous issues behind them with a paper trail that showed clearly where all assets went in the previous organization.

John Prell asked about the 5013c and who that application is for and what the process is.

GITH is getting their own 5013c.

The application process takes as long as assembly of the documents takes. Then the IRS processes those documents which relates to submittal date. Previous experience was about 4-6 months.

Katy asks about the dissolution and the assets between NECN and another organization

All of the current work and money is for the new entity, but is currently in NECN hands. The cutoff happened in December between the old and new organization.

Rachel L asks whether we’re making a new agreement of the new entity or a renewal. Fran clarifies this is a renewal. Rachel asks if fiscal sponsorship implies legal risks. Fran mentions this is a matter of debate, but we have extensive indemnification language in our agreements and their attorneys have sent letters ensuring we have no liability.

GITH says there is always risk and the agreement provides for that with indemnification. Specifically around the debt issue, GITH had a signed agreement under their own name and not in the name of NECN so NECN should have no liability.

Motion - Peter O’Neil motions to renew GITH fiscal sponsorship

Shirley Minor seconds

Shirley asks about the change from Good in the Hood to Good in the Neighborhood. The name is now back to Good in the Hood.

Vote: passes unanimously

Good in the Hood representatives leave the meeting.

3. Organizational Assessment

Paul Anthony presents information on assessor options for the organization. Executive Committee decided to have the full Board make the selection. We have three potential options presented (Paul handed out summaries).

Jaime M asks if Paul has a recommendation. Paul believes either Joe or Tasha would do a very competent job. We will get something more comprehensive and complete with Joe. He is very methodical. Tasha also has strengths. She will take the job and run with it and the assessment will be faster.

John P – Joe costs considerably more, clarifies whether the upside is that he is more thorough and we'll get a better assessment. Paul confirms. He thinks Joe will be ideal for our organization.

The Board had voted to spend up to \$25,000 and Joe is \$15,000 so we should be fine on the costs.

Loulie asked about what Paul meant around Joe being negatively impacted when hearing the background of NECN. Paul clarifies that our organization's issues got Joe emotionally invested.

Margo asks if these two new options can be compared to Hollis. Paul has not been able to talk to Hollis as the NAO will not let you speak to a candidate until you make at least a verbal commitment to pursue. Paul believes Tasha and Joe have more experience with neighborhood associations and groups like NECN than what Hollis has dealt with in the past.

Diane asks if these were the organizations Loulie suggested. Loulie said yes and she agrees with Paul's assessment of Tasha, she has not met Joe. She says Tasha has a gift of getting various opinions to come together. She notes that Joe and Solid Ground have a great track record and are a well recommended organization.

The costs are only for an assessment and do not include costs of an interim Executive director.

Diane mentions if we have confidence with both and one is almost double the cost that might be a deciding factor.

Loulie mentions Solid Ground has access to greater resources whereas Tasha is a solo organization.

Paul notes NAO's assessors are independent outside contractors. Solid Ground are employees. The price is negotiable depending on what we want.

Motion - Jaime McGeathy motions that we hire Joe from Solid Ground Consulting to assess the NECN organization and the Executive Committee will negotiate that contract.

John Prell seconds

Vote

Opposed – Damon Isiah Turner

Abstained – Loulie Brown

Motion Passes

Paul Anthony resigns from the Board and the organization. Letter handed to Board.

Steve announced that Carol Gosset resigned from the Board and the organization. Steve read her resignation letter.

Steve Cole resigns from the Board and the organization and hands in his resignation letter.

Steve announces that Irvington Community Association withdraws their representatives from the NECN Board and participation in the Board while they consider future options.

Peter O'Neil withdraws from the Board and reads a written statement.

Steve, Paul, and Peter leave the meeting.

Alan suggests we take a break at 7:16
Meeting restarts at 7:30

Robert Bowles is next in line in the succession and asks to hand off running the meeting. Alan Silver volunteers.

Verify we have quorum.

Motion – Lupin Morgan motions that Alan Silver will facilitate the meeting

Robert Bowles seconds

Vote:

Opposed - none

Abstain – Damon

Motion passes

Items we need to consider

Who will run the organization in the short-term? Filling vacancies on the Executive committee. Touch base with search committee. Determine who will negotiate with Joe.

Currently vacancies

President

1st Vice President

2nd Vice President

Parliamentarian

At Large Position

Nine neighborhoods have representation on the Board.

Margo suggests that we should continue with the agenda for now and deal with Executive Committee after.

New Business

1. June Key Delta Community Center Fiscal Sponsorship Request

Handout distributed on the program, their application, and their finances. Fran and Katy have had two meetings with representatives and are impressed with the organization and do not anticipate problems. There are concerns about the capacity of NECN staff at this time. All of the income comes through a series of events. They have their first event coming up, so they need the fiscal sponsorship issue resolved quickly. This project will conclude in the spring at the latest so it should not conflict with GITH time requirements.

Diane asks if the applicant has other options for fiscal sponsorship. That was the impression of Fran and Katy.

Robert asks why they need a fiscal sponsor. They cannot get tax deductibility with their current organization structure as a state-level non-profit. They agreed to a 10% fiscal sponsorship fee.

Staff feels they do not have the capacity even though they would love to do this work.

Katie mentions that we need to support the staff if they are having capacity issues.

Cameron asks if the 10% fee could go towards hiring someone part time to increase capacity. Loulie mentions there will be additional supervision requirements so you can't offload all of the work. Fran mentioned Randi was concerned about how much time it would take to get someone up and running. They are not sure how much work the financial reporting will be at this time.

Loulie asks what the fee is based on. It's the proposed revenue, so about \$8,000.

Robert notes the gain is probably not worth it if the staff is worried about the workload.

Shirley supports the organization, but notes that a key member of that organization passed away recently and that may be disruptive. Notes they are an amazing organization that does wonderful things for the community.

Chris Lopez asks if there are opportunities for the Board and committee members to volunteer to show support and keep a connection with that organization.

Katy mentions we should look for ways to develop our connection with that organization in a meaningful way.

Margo is concerned about the paperwork that might be involved and how processing individual donations might open up different types of liability.

They have the connections and resources to redirect them to other fiscal sponsors, so they will be able to work this out without NECN at this time.

**Motion – Loulie Brown motions that we decline fiscal sponsorship request for June Key Delta Burn the Mortgage Campaign due to a lack organizational capacity at NECN
Lupin Morgan – seconds**

Margo would like to get some formal way to ask if there is other support we can provide and follow up on that. Katy and Fran to follow up on that.

Vote – passes unanimously.

2. Red Rose Ballroom Rental – reschedule to October 2015

Red Rose Ballroom is the site we have reserved for an October NECN celebration gala. Margo notes that we do not have capacity to have an event next month and that we should reschedule (there is no fee) for one year later. There is general agreement to postpone the event.

Community Committee Reports

1. Parks – Letter to Commissioner Fritz

Katy hands out a draft letter from the Parks Committee to Commissioner Fritz on parks projects and the input process. Ken discusses the background that lead to this letter

Margo asks if the purpose of the letter is to reiterate that our initial project list was not prioritized and if we should include a new list along with the letter. Ken does not believe we need a new list as they have the information but are using the list to prevent Grant Park NA from making progress in a project for a fenced off leash dog area. Ken has also reached out to the Oregonian and believes this letter will help.

Rachel asks if this letter is from NECN or Grants Park. Ken says it is from NECN, but the communications being referenced came from Ken as the Grants Park Land Use Chair. Rachel recommends moving the 4th paragraph up or bolding to ensure that point stands out. Ken agrees with bolding that section.

Shirley recommends softening the last sentence of the letter. Alan recommends ending that sentence at the word "manner" and drop the last clause. Ken asks just about removing the "unintended and potentially harmful".

Agreement on ... "manner, while avoiding further misinterpretation of our views"

Motion – Katie Ugolini motions that NECN Board sends this letter as amended to Commissioner Fritz. The letter will be signed by the ranking member of the Executive Board John Prell seconds

Vote - Passes unanimously

2. LUTC

John P joined LUTC. Hot topic is demolition. There was a summit held Sept 9. 20% of homes are zoned for higher density in Portland. K1 allows someone to demolish a home with very limited notice, there are concerns about that. There are two more summits coming. Sept 19th at Grant Park Church is the next one. Tues Oct 7th is the following one.

Lupin asked if they talked about the huge trees coming down. This was not a topic discussed much at the summit.

3. SALT

Katie gives update on SALT. Meeting last night on public safety and crime prevention. Crime prevention is changing how the office is organized. There will be one crime prevention officer for all of NECN. We will have Mary T after October 15th. They are creating three new positions to run: foot patrol and neighborhood watches (community building), certification for ESP (enhanced safety properties), and communications.

October meeting will be about some of the measures coming up around potentially licensing, GMO, marijuana facilities and new rules. Not finalized.

4. Schools

The committee is currently down to 1 member, and Luke, the remaining member recommends that the committee go on hiatus for the time being. General agreement.

5. Personnel

Orientation meeting tonight. First of two parts for new Board members. About 10 Board members came and reviewed information about the structure of the organization.

We need to update our employee handbook to conform to the affordable care act. Do those changes go to the Executive committee? Yes this can go to the Executive committee.

Staff is comfortable with support of the organization's initiatives at this time.

6. Finance

Just beginning the year so the report looks Spartan. This is just an effect of the time of year. Robert B is working with the bookkeeper to get a state of the union. Everything is on track.

Katie asks if we decided to give the bookkeeper more hours. Katy is going to meet with her to determine if there are more hours needed.

7. Rules

Katy mentions request from Claire to move forward with committee guidelines, but most of the rules committee recently resigned. We need new Board members to flesh out that committee.

Ground Rules and Request to Engage Resolutions NW

Diane B requests postponing this until next meeting.

Executive Committee Staffing Discussion

Staff requests to have a point of contact on the Board now that Steve has resigned. Chris Lopez mentions that the state requires President and Secretary positions are filled at all times. We should put forward a President tonight.

What is a quorum for the Executive Committee? Quorum is majority of the Board ratified committee members. Currently we have 4 members, so quorum is 3.

Whoever is in the position as President would work with Katy to set the agenda for the next meeting. We should try to be specific about an acting President's role and keep the workload light.

Ken notes the bylaws do not allow for an acting President, so we need to just fill the President vacancy.

Margo suggests we do a round robin for suggestions about what to do about the President spot. Each person at the table offers information about his or her interest in taking on additional roles and/or possible nominations to fill vacancies.

Motion - Luke Grosser Motions that NECN elect by acclamation Alan Silver as President, Louie Brown the 1st Vice President, Margo Dobbertin the 2nd Vice President, Katie Ugolini the Parliamentarian, and Diane Benson as an Executive Committee At-Large member.

Damon Isiah Turner seconds

Ask to review the Bylaws to ensure we can make this as one single motion. Ken read the applicable bylaw. Luke verifies the intention of the Rules Committee was to nominate from the table and hold an election at that meeting for filling office vacancies. Question is if we can elect by acclamation or do a ballot. We can vote by acclamation. This is an organizational emergency and we want to ensure we follow best practices to fill these vacancies. The bylaws are unclear so we will review this process.

Luke withdraws his motion.

**Motion - Luke Grosser motions for election by acclimation of the slate of candidates nominated at this meeting (listed above).
Damon Isiah Turner seconds**

**Vote:
Opposed – none
Abstained – Ken Peterson
Motion passes**

**Motion - Robert Bowles moves that we vote on the slate listed below
Lupin Morgan seconds**

Elect by acclimation Alan Silver as President, Loulie Brown the 1st Vice President, Margo Dobbartin the 2nd Vice President, Katie Ugolini the Parliamentarian, and Diane Benson as an Executive Committee at large member.

**Vote
Abstain – Ken Peterson
Opposed – none
Motion passes**

Margo notes that some of the members that left had volunteered for staff support roles. Asks Katy to review that and let us know what needs addressing. It was mostly reviewing things for fiscal sponsorship program. Katy to review and let us know where we are.

Shirley announces an annual event Saturday in Woodlawn at Classic Foods from 1-5pm.

Margo volunteers to follow up with Joe on the assessor and will bring that back to the Executive committee.

Oregon Public House is partnering us with over the next 3 months.

Adjourn 9:12pm

Minutes taken by Jaime McGeathy, Board Recorder